

RECORDATION NO. 13361-H FILED
MAR 2 '98 1-25 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.

SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 2, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination of Trust and Assignment, dated as of February 27, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and other documents associated therewith which were previously filed with the Commission under Recordation Number 13361.

The names and addresses of the parties to the enclosed documents are:

Secured Party: State Street Bank and Trust
Company of Connecticut
(successor to the Connecticut Bank
and Trust Company)
Two International Place
Boston, MA 02110

A description of the railroad equipment covered by the enclosed document is:

597 railcars bearing GSNX reporting marks and road numbers set forth on Schedule A to the document.

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 2 1 25 PM '98

Mr. Vernon A. Williams
March 2, 1998
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MAR 2 '98

1-25 PM

TERMINATION OF TRUST AND ASSIGNMENT

THIS TERMINATION OF TRUST AND ASSIGNMENT ("Termination") dated as of February 27, 1998, is made by STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION ("State Street"), as successor to The Connecticut Bank and Trust Company of Connecticut, for the benefit of U.S. BANCORP LEASING & FINANCIAL, as the successor to Bancorp Leasing and Financial Corp. ("U.S. Bancorp").

RECITALS

WHEREAS, U.S. Bancorp is the beneficial owner of five hundred ninety-seven (597) 100-ton coal gondola railcars manufactured by Bethlehem Steel Corporation bearing Association of American Railroad designation numbers as listed on Schedule A attached hereto ("Units");

WHEREAS, State Street holds legal title to the Units for the benefit of Bancorp, as owner-beneficiary, under a Trust Agreement dated as of December 1, 1981, as such may have been amended and supplemented from time to time ("Trust");

WHEREAS, in connection with the Trust and the Units certain documents as set forth on Exhibit A were filed with the Surface Transportation Board ("STB") of the U.S. Department of Transportation (f.k.a. the Interstate Commerce Commission) under recordation number 13361 (collectively, the "Security Documents");

WHEREAS, the Trust has for all practical purposes been terminated and is no longer in force and effect;

WHEREAS, by the terms of the Trust and the Security Documents all of State Street's right, title and interest therein has effectively vested in U.S. Bancorp as owner-beneficiary;

WHEREAS, the parties wish to hereby formally terminate the Trust and transfer, convey and assign to U.S. Bancorp State Street's right, title and interest in the Units and the Security Documents.

1. **Termination of Trust; Transfer of Interests:** State Street hereby acknowledges and agrees that the Trust has been terminated. State Street hereby transfers, conveys and assigns unto U.S. Bancorp all of State Street's right, title and interest in and to the Units and the Security Documents.

IN WITNESS WHEREOF, pursuant to due authority State Street has executed this Termination as of the date first above written.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, National Association

By: Christina Van Ryzin

Print Name: Christina Van Ryzin

Title: Assistant Secretary

Commonwealth OF MASSACHUSETTS)
) S.S.
COUNTY OF Suffolk)

On February 27, 1998, before me, Scott Knox, personally appeared CHRISTINA VAN RYZIN ~~ASSISTANT SECRETARY~~ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Scott Knox

SIGNATURE OF THE NOTARY

[Notarial Seal]

SCOTT KNOX
Notary Public
My Commission Expires July 12, 2002

SCHEDULE A TO LIEN TERMINATION

Description of the Units:

Five hundred ninety-seven (597), one hundred ton, coal gondola railcars manufactured by Bethlehem Steel Corporation in 1981.

Unit Numbers:

GSNX 60-66, 100-106, 108-207, 209-236, 238-247, 249-267, 269-276, 278-408, 410-415, 417-697

EXHIBIT A TO LIEN TERMINATION

SECURITY DOCUMENTS

1. Bill of Sale dated December 16, 1981, of Gulf States Utilities Company in favor of The Connecticut Bank and Trust Company, as trustee filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on December 16, 1981 at 10:40 A.M. under recordation number 13361.
2. Security Agreement-Trust Deed dated as of December 1, 1981, from The Connecticut Bank and Trust Company, as Trustee, to Mercantile-Safe Deposit and Trust Company, as Security Trustee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on December 16, 1981 at 10:40 A.M. under recordation number 13361-A.
3. Lease of Railroad Equipment dated as of December 1, 1981, between The Connecticut Bank and Trust Company, as Trustee and Lessor, to Gulf States Utilities Company, as Lessee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on December 16, 1981 at 10:40 A.M. under recordation number 13361-B.
4. Participation Agreement dated as of December 1, 1981, among Gulf States Utilities Company, as Lessee, The Connecticut Bank and Trust Company, as Trustee, Bancorp Leasing and Financial Corp., as Beneficiary, The Traveler's Insurance Company, as Note Purchaser, and Mercantile-Safe Deposit and Trust Company, as Security Trustee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on December 16, 1981 at 10:40 A.M. under recordation number 13361-C.
5. First Supplement to Lease of Railroad Equipment dated as of December 31, 1981, between The Connecticut Bank and Trust Company, as Trustee and Lessor, to Gulf States Utilities Company, as Lessee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on December 31, 1981 at 10:05 A.M. under recordation number 13361-D.
6. First Supplement dated as of January 4, 1982, to Security Agreement-Trust Deed from The Connecticut Bank and Trust Company, as Trustee, to Mercantile-Safe Deposit and Trust Company, as Security Trustee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on January 4, 1982 at 11:30 A.M. under recordation number 13361-E.

7. Second Supplement dated as of March 1, 1983, to Lease of Railroad Equipment between The Connecticut Bank and Trust Company, as Trustee and Lessor, to Gulf States Utilities Company, as Lessee, filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) on August 18, 1983 at 11:00 A.M. under recordation number 13361-F.

8. Assignment To And Appointment of Successor Trustee dated as of March 1, 1992, between Federal Deposit Insurance Corporation, as Receiver of The New Connecticut Bank and Trust Company, National Association and State Street Bank and Trust Company filed and recorded with the Surface Transportation Board (f.k.a. Interstate Commerce Commission) under recordation number 13361-G.